

KARDEMİR
KARABÜK DEMİR ÇELİK SANAYİ VE TİCARET A.Ş.
FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

Our Ordinary General Assembly Meeting is decided by our Board of Directors to be held so as to discuss the written subjects in the agenda stated below on April 10,2026 at 09:30 am at Kardemir Education and Culture Centre - KARABÜK

In accordance with Turkish Trade Law 6102, article 415, paragraph 4 and the Capital Markets Law article 30, paragraph 1, in order to attend the General assembly and vote, shares do not need to be subjected to blockage. Shareholders, whose names are on the list of attendants which is prepared by the Board of Directors based on the 'Shareholders List' taken via Cenrtal Securities Depository, can attend the General Assembly. Shareholders, whose names are on the General Assembly Shareholders List taken via Cenrtal Securities Depository, can attend the meeting in person with their identity proof.

As per the Article 1527 of Turkish Commercial Code No.6102, our shareholders can participate in the General Assembly and vote either personally or in an electronic environment. Those Shareholders or proxies who would like to participate the meeting electronically are supposed to fulfill their obligations in accordance with the provisions of "Regulation on the General Assemblies in Corporates to be Held Electronically" published in the Official Gazette dated 28th of August 2012 and No. 28395 and "Declaration on Electronic General Meeting System to be Implemented in the General Assemblies of Incorporated Companies" published in the Official Gazette dated 29th of August 2012 and No.28396. Otherwise, they shall not be able to participate in the meetings.

Our Shareholders, who will attend the General Assembly electronically via the Elctronic General Assembly System, can obtain information from the Central Registry Agency's web site www.mkk.com.tr about the procedures and principles regarding to the participation, appointment of representatives, making suggestions, exspressing opinions and voting

Shareholders who are unable to attend the meeting in person shall prapare their Proxy documents as per the below sample form and shall submit the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, "Communiqué on Voting by Proxy and Collecting Proxies by Call" with the attachment of a signed statement issued inthe presence of a notary public.

The Attornies of the corporate institutions are required to bring their Authorization Certificate.

Our Company's Consolidated Financial Statements, Independent External Auditing Report and Board of Directors Activity Report in respect of the fiscal year 2025, 2024 TSRS- compliant Sustainability Report and 2025 TSRS-compliant Sustainability Report, will be ready for our shareholders' attention on the company headquarter as well as the web site (www.kardemir.com) 21 days before the meeting date.

BOARD OF DIRECTORS

AGENDA

1. Opening, formation of the General Assembly Meeting Chairmanship.
2. Reading the 2025 Board of Directors' Annual Activity Report,
3. Reading the Summary of the Independent Audit Report regarding to 2025 fiscal year.
4. Reading, discussion and submission to Voting the Consolidated Financial Statements and the Independent Auditing Report which are prepared in accordance with the Capital Market Board's Communiqué on Principles of Financial Reporting in Capital Markets no. II-14.1,
5. Reading, discussion and approval the Sustainability Reports for the fiscal year 2024 and 2025 to the General Assembly which is in compliance with the Turkish Sustainability Reporting standards ("TSRS")
6. Submitting the appointment of a Board Member by the Board of Directors in accordance with the Article 363 of the Turkish Commercial Code to the General Assembly for approval
7. Acquittal of Members of the Board of Directors separately for the Fiscal Year 2025's operations.
8. Informing the General Assembly Regarding the donations and Contributions made in 2025 and resolving the upper limit of donations to be made in 2026.
9. Resolving the Remuneration of the Members of Board of Directors.
10. Discussion and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Fiscal Year 2025.
11. Informing the General Assembly in accordance with the Clause 1.3.6. of Capital Market Board's Communiqué on Corporate Governance (II.17.1).
12. Granting authorization to the Board Members on the fulfilment of the written transactions pursuant to Article 395 and 396 of the Turkish Commercial Code.
13. Informing the General Assembly on Guarantee, Pledge and Mortgages granted in favor of the third parties.
14. Informing the General Assembly About the Operations Realized in 2025 with the Shareholders who grant the first option right according to our current Sales Procedure.
15. Discussion and decision on the amendment of Article 6 of the Company's Articles of Association, titled "Company Capital".
16. Choosing the Independent Auditing Firm.
17. Closing.

**PROXY FORM FOR THE ORDINARY GENERAL
ASSEMBLYMEETING**

KARDEMİR KARABÜK DEMİR ÇELİK SAN VE TİC A.Ş.

I hereby appoint.....as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of KARDEMİR Karabük Demir Çelik San. ve Tic. A.Ş. that will convene on am at the address Kardemir Eğitim ve Kültür Merkezi - KARABÜK.

The Attorney's(*):

Name Surname/ Trade Name:

TR İD Number/Tax İD Number, Trade Registerand Numberand MERSIS (Central Registration System) Number:

(*). Foreign attorneys should submit the equivalent Information mentioned above.

SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1.About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the General Assembly.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening, formation of the General Assembly Meeting Chairmanship			
2. Reading the 2025 Board of Directors' Annual Activity Report.			
3. Reading the Summary of the Independent Audit Report regarding to 2025 fiscal year			
4. Reading, discussion and submission to Voting the Consolidated Financial Statements and the Independent Auditing Report which are prepared in accordance with the Capital Market Board's Communiqué on Principles of Financial Reporting in Capital Markets no. II-14.1.			
5. Reading, discussion and approval the Sustainability Reports for the fiscal year 2024 and 2025 to the General Assembly which is in compliance with the Turkish Sustainability Reporting standards ("TSRS")			

6. Submitting the appointment of a Board Member by the Board of Directors in accordance with the Article 363 of the Turkish Commercial Code to the General Assembly for approval			
7. Acquittal of Members of the Board of Directors separately for the Fiscal Year 2025's operations			
8. Informing the General Assembly Regarding the donations and Contributions made in 2025 and resolving the upper limit of donations to be made in 2026.			
9. Resolving the Remuneration of the Members of Board of Directors			
10. Discussion and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Fiscal Year 2025			
11. Informing the General Assembly in accordance with the Clause 1.3.6. of Capital Market Board's Communiqué on Corporate Governance (II.17.1)			
12. Granting authorization to the Board Members on the fulfilment of the written transactions pursuant to Article 395 and 396 of the Turkish Commercial Code.			
13. Informing the General Assembly on Guarantee, Pledge and Mortgages granted in favor of the third parties,			
14. Informing the General Assembly About the Operations Realized in 2025 with the Shareholders who grant the first option right according to our current Sales Procedure,			
15. Discussion and decision on the amendment of Article 6 of the Company's Articles of Association, titled "Company Capital"			
16. Choosing the Independent Auditing Firm,			
17. Closing			

(*) If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B. The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial(*)
- b) Number/ Group (**)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered(*)
- f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of numbers.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE

Old Version**Share Capital of Company****Article 6:**

The Company has accepted and begun using the registered capital system in accordance with the Capital Markets Law provisions and License No. 652 (dated May 23, 1995) from the Capital Markets Board. The upper limit of the company's registered capital is 3,000,000,000 - (three billion), and then divided into 300,000,000,000 (three hundred billion) shares, each registered to the holder at a nominal value of 1 (one) Kr. The whole of the company's issued capital is to be paid in cash, free of collusion, 1,140,000,000 (one billion hundred and forty million), and then divided into 114,000,000,000 (hundred and fourteen billion), shares each registered at a nominal value of 1 (one) Kr.

The registered capital upper limit permit issued by the Capital Markets Board is valid between 2021 and 2025 (5 years). Even if you do not reach the permitted registered capital upper limit at the end of 2025, you must obtain authority for a new period (on the condition that it does not exceed 5 years) from the general assembly. You however must first ask for permission from the Capital Markets Board for the previous - or a new - upper limit to ensure that the Board of Directors might decide to increase the capital. If the authority is not granted, the board may not increase the capital.

The Board of Directors is authorized to increase issued capital up to the upper limit of the registered capital when it deems necessary, in accordance with the Capital Markets Law provisions from between 2021 and 2025, excluding shares of capital holders.

Shares that represent capital are monitored within the framework of dematerialization principles.

This capital is divided into the following groups:

GROUPS:	SHARE PERCENTAGE (%)	SHARE AMOUNT (TL)
A	21.08	240,303,646.13
B	10.48	119,470,352.23
D	68.44	780,226,001.64
TOTAL	100.00	1,140,000,000.00

New Version**Share Capital of Company****Article 6:**

The Company has accepted and begun using the registered capital system in accordance with the Capital Markets Law provisions and License No. 652 (dated May 23, 1995) from the Capital Markets Board. The upper limit of the company's registered capital is 3,000,000,000 - (three billion), and then divided into 300,000,000,000 (three hundred billion) shares, each registered to the holder at a nominal value of 1 (one) Kr. The whole of the company's issued capital is to be paid in cash, free of collusion, 1,140,000,000 (one billion hundred and forty million), and then divided into 114,000,000,000 (hundred and fourteen billion), shares each registered at a nominal value of 1 (one) Kr.

The registered capital upper limit permit issued by the Capital Markets Board is valid between **2026** and **2030** (5 years). Even if you do not reach the permitted registered capital upper limit at the end of **2030**, you must obtain authority for a new period (on the condition that it does not exceed 5 years) from the general assembly. You however must first ask for permission from the Capital Markets Board for the previous - or a new - upper limit to ensure that the Board of Directors might decide to increase the capital. If the authority is not granted, the board may not increase the capital.

The Board of Directors is authorized to increase issued capital up to the upper limit of the registered capital when it deems necessary, in accordance with the Capital Markets Law provisions from between **2026** and **2030**, excluding shares of capital holders.

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